

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
THE MACKE COMPANY

The Macke Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware and the Acts amendatory thereof and supplemental thereto, does hereby certify:

ITEM ONE: That at a meeting of the Board of Directors of The Macke Company, duly held and convened on November 25, 1969, a resolution was duly adopted setting forth proposed amendments to the Certificate of Incorporation of The Macke Company as follows:

"RESOLVED: That it is advisable to amend the Certificate of Incorporation under which the company was formed by amending Article FOURTH thereof by deleting all reference to Class B Common Stock, by changing the designation of Class A Common Stock to Common Stock, and by increasing the authorized Common Stock by 2,000,000 shares.

"FURTHER RESOLVED: That the foregoing proposed amendments to the Certificate of Incorporation of the company be submitted to the shareholders for approval at the Annual Meeting to be held at the offices of the company on February 24, 1970.

"FURTHER RESOLVED: That if and when the foregoing amendments are approved by the shareholders, the president, a vice president, treasurer, secretary and/or

assistant secretary of the company be and they hereby are authorized and directed to make a certificate setting forth such amendments and to file such certificate in the office of the Secretary of State of Delaware and to have a copy certified by said Secretary of State recorded in the office of the Recorder of the County in which the original Certificate of Incorporation of the company is recorded."

As a result of the foregoing proposed amendments to the Certificate of Incorporation, Article FOURTH is changed to read as follows:

FOURTH. The total number of shares of capital stock of all classifications which the Corporation shall have authority to issue is Seven Million Five Hundred Thousand (7,500,000) shares which shall be divided as follows:

- (a) Seven Million (7,000,000) shares of Common Stock, par value One Dollar (\$1.00) per share; and
- (b) Five Hundred Thousand (500,000) shares of Preference Stock, par value One Dollar (\$1.00) per share.

The designations, voting powers, preferences, optional or other special rights and qualifications, limitations, or restrictions of the above classifications of stock shall be as follows:

SECTION I - PREFERENCE STOCK

A. Shares of the Preference Stock may be issued in one or more series at such time or times and for such consideration or considerations as the Board of Directors may determine. All shares of any one series shall be of equal rank and identical in all respects.

B. Authority is hereby expressly granted to the Board of Directors to fix from time to time, by resolution or resolutions providing for the issue of any series of Preference Stock, the designation of such series and the powers, preferences and rights of the shares of such series, and the qualifications, limitations or restrictions thereof, including the following:

(1) The distinctive designation and number of shares comprising such series, which number may (except where otherwise provided by the Board of Directors in creating such series) be increased or decreased (but not below the number of shares then outstanding) from time to time by action of the Board of Directors;

(2) The dividend rate on the shares of that series, whether dividends shall be cumulative and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series over shares of any other series;

(3) Whether the shares of that series shall be redeemable and, if so, the terms and conditions of such redemption, including the

date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(4) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series and, if so, the terms and amounts payable into such sinking fund;

(5) The rights to which the holders of the shares of that series shall be entitled in the event of voluntary or involuntary liquidation, dissolution, distribution of assets or winding-up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series;

(6) Whether the shares of that series shall be convertible into or exchangeable for shares of stock of any class or any other series of Preference Stock, and if so, the terms and conditions of such conversion or exchange, including the method of adjusting the rates of conversion or exchange in the event of a stock split, stock dividend, combination of shares or similar event;

(7) Whether the shares of that series shall have voting rights, in addition to the voting rights provided by law and, if so, the terms of such voting rights;

(8) Whether the issuance of any additional shares of such series, or of any shares of any other series, shall be subject to restrictions as to issuance, or as to the powers, preferences or rights of any such other series;

(9) Any other preferences, privileges and powers, and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of such series, as the Board of Directors may deem advisable and as shall not be inconsistent with the provisions of this Certificate of Incorporation and to the full extent now or hereafter permitted by the laws of Delaware.

C. Payment of dividends shall be as follows:

(1) The holders of Preference Stock of each series designated as cumulative in respect of dividends, in preference to the holders of the Common Stock, shall be entitled to receive, as and when declared by the Board of Directors out of funds legally available therefor, cash dividends, at the rate for such series fixed in accordance with the provisions of Section I of this Article FOURTH and no more;

(2) The holders of Preference Stock of each series designated as non-cumulative in respect of dividends, in preference to the holders of the Common Stock, shall be entitled to receive, as and when declared by the Board of Directors out of funds legally available therefor, cash dividends, at the rate for such series fixed in accordance with the provisions of Section I of this Article FOURTH and no more;

(3) No dividend shall be paid upon, or declared or set aside for, any share of Preference Stock with respect to any dividend

period unless at the same time a like proportionate dividend with respect to the same dividend period, ratably in proportion to the respective annual dividend rates fixed therefor, shall be paid upon, or declared and set apart for, all shares of Preference Stock of all series then issued and outstanding and entitled to receive such dividend;

(4) So long as any shares of Preference Stock shall be outstanding, in no event shall any dividend, whether in cash or property, be paid or declared, nor shall any distribution be made, on the Common Stock, nor shall any shares of the Common Stock be purchased, redeemed or otherwise acquired for value by the Corporation, unless all dividends on all cumulative series of Preference Stock with respect to all past dividend periods and unless all dividends on all series of Preference Stock for the then current dividend period shall have been paid or declared and a sum sufficient for the payment thereof set apart, and unless the Corporation shall not be in default with respect to any of its obligations with respect to any sinking fund for any series of Preference Stock. The foregoing provisions of this Paragraph (4) shall not, however, apply to a dividend payable in Common Stock;

(5) No dividends shall be deemed to have accrued on any share of Preference Stock of any series with respect to any period prior to the date of original issue of such share or the dividend payment

date immediately preceding or following such date of original issue, as may be provided in the resolution or resolutions of the Board of Directors creating such series. The Preference Stock shall not be entitled to participate in any dividends declared and paid on the Common Stock, whether payable in cash, stock or otherwise. Accruals of dividends shall not bear interest.

D. In the event of any voluntary or involuntary liquidation, dissolution, distribution of assets or winding-up of the Corporation, the holders of the shares of each series of the Preference Stock then outstanding shall be entitled to receive out of the net assets of the Corporation, but only in accordance with the preferences, if any, provided for such series, before any distribution or payment shall be made to the holders of the Common Stock, the amount per share fixed by the resolution or resolutions of the Board of Directors to be received by the holders of shares of each such series on such voluntary or involuntary liquidation, dissolution, distribution of assets or winding-up, as the case may be. If such payment shall have been made in full, to the holders of all outstanding Preference Stock of all series, or duly provided for, the remaining assets of the Corporation shall be available for distribution among the holders of the Common Stock (as provided in Section B. (2) of this Article FOURTH). If upon any such liquidation, dissolution, distribution of assets or winding-up, the net assets

of the Corporation available for distribution among the holders of any one or more series of the Preference Stock which (i) are entitled to a preference over the holders of the Common Stock upon such liquidation, dissolution, distribution of assets or winding-up, and (ii) rank equally in connection therewith, shall be insufficient to make payment in full of the preferential amount to which the holders of such shares shall be entitled, then such assets shall be distributed among the holders of each such series of the Preference Stock ratably according to the respective amounts to which they would be entitled in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

Neither the consolidation or merger of the Corporation, nor the sale, lease or conveyance (whether for cash, securities or other property) of all or part of its assets, shall be deemed a liquidation, dissolution, distribution of assets or winding-up of the Corporation within the meaning of the foregoing provisions.

E. Except to the extent otherwise required by law or provided in the resolution or resolutions of the Board of Directors adopted pursuant to authority granted in this Section I of Article FOURTH, the shares of Preference Stock shall have no voting power with respect to any matter whatsoever.

In no event shall the Preference Stock be entitled to more than one vote in respect of each share of stock.

F. Shares of Preference Stock which have been redeemed, converted, exchanged, purchased, retired or surrendered to the Corporation, or which have been reacquired in any manner, shall have the status of authorized and unissued Preference Stock and may be reissued by the Board of Directors as shares of the same or any other series.

SECTION II - COMMON STOCK

Limitations, Relative Rights and Powers in Respect of Shares of Common Stock as a Class

(1) After the requirements with respect to preferential dividends, if any, on the Preference Stock (fixed pursuant to Paragraph B. (2) of Section I and as further provided for in Paragraph C of Section I, both of this Article FOURTH) shall have been met, and after the Corporation shall have complied with all the requirements, if any, with respect to the setting aside of sums in a sinking fund for the purchase or redemption of shares of any series of Preference Stock (fixed pursuant to Paragraph B. (3) and (4) of Section I of this Article FOURTH), then and not otherwise, the holders of Common Stock shall receive, to the extent permitted by law and subject to the limitations set

forth in Section II.A. of this Article FOURTH, such dividends as may be declared from time to time by the Board of Directors;

(2) After distribution in full of the preferential amount, if any (fixed pursuant to Section I.B.(5) of this Article FOURTH), to be distributed to the holders of Preference Stock, in the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding-up of the Corporation, the holders of the Common Stock shall be entitled to receive all the remaining assets of the Corporation of whatever kind available for distribution to stockholders ratably in proportion to the number of shares of Common Stock held by them respectively;

(3) Except as may be otherwise required by law or by this Certificate of Incorporation, each holder of Common Stock shall have one vote in respect of each share of such Stock held by him on all matters voted upon by the stockholders.

SECTION III - OTHER PROVISIONS

A. The stockholders of the Corporation are expressly denied the preemptive right to subscribe to any or all additional issues of stock of the Corporation of any or all classes or series thereof.

B. Any and all shares issued by the Corporation for which the full consideration has been paid or delivered, shall be deemed fully paid and non-assessable shares.

ITEM TWO: That at the aforesaid meeting of the Board of Directors of The Macke Company, duly held and convened on November 25, 1969, a resolution was duly adopted calling for the annual meeting of stockholders of The Macke Company; that such annual meeting was duly called and held in accordance with Section 222 of the General Corporation Law of Delaware, as amended, and the By-Laws of The Macke Company, at One Macke Circle, Cheverly, Maryland, on the 24th day of February, 1970 at 2:00 p.m.; that each shareholder was timely mailed a notice of such stockholders' meeting, to which notice was attached a copy of the proposed amendments to the Certificate of Incorporation as adopted by the Board of Directors at its meeting of November 25, 1969; that at such annual meeting stockholders of The Macke Company holding 2,195,735 shares of the Corporation's Class A Common Stock (of which 2,771,321 shares were issued and outstanding on the record date) were present in person or by proxy, and persons holding 6,454 shares of the Corporation's Series A Preference Stock (of which 6,454 shares were issued and outstanding on the record date) were present in person or by proxy; that at such annual meeting a vote of the stockholders, by ballot, in person or by proxy, was duly taken for and against the foregoing proposed amendments of the Certificate of Incorporation of The Macke Company; that such vote was duly conducted by C. Wesley La Blanc and

Lawrence A. Miller, the two judges appointed for that purpose; that the judges have certified the vote of the stockholders entitled to vote on such amendment as follows:

I. Proposed Amendment to Article FOURTH to Redesignate the "Class A Common Stock" as "Common Stock"

2,160,764	Class A shares FOR the proposed amendment
8,891	Class A shares AGAINST the proposed amendment
6,454	Series A Preference shares FOR the proposed amendment
No	Series A Preference shares AGAINST the proposed amendment

II. Proposed Amendment to Article FOURTH to Increase the Number of Authorized Shares of Common Stock From 5 Million to 7 Million Shares

2,129,897	Common shares FOR the proposed amendment
41,706	Common shares AGAINST the proposed amendment
6,454	Series A Preference shares FOR the proposed amendment
No	Series A Preference shares AGAINST the proposed amendment

and that the proposed amendments were duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of Delaware, as amended.

ITEM THREE: That the capital of The Macke Company will not be reduced under or by reason of the aforesaid amendments to its Certificate of Incorporation.

IN WITNESS WHEREOF, The Macke Company has caused its corporate seal to be hereunto affixed and this Certificate of Amendment to be signed by Aaron Goldman, its President, and attested by Lawrence A. Miller, its Secretary, this 4th day of March, 1970.

THE MACKE COMPANY

ATTEST:

By

Aaron Goldman
Aaron Goldman, President

Lawrence A. Miller
Lawrence A. Miller, Secretary

(Corporate Seal)
The Macke Company
Corporate Seal
Delaware
1934

90118

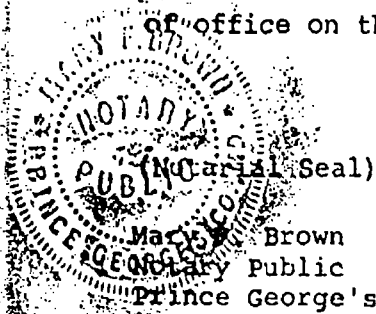
COUNTY OF PRINCE GEORGE'S)

SS:

STATE OF MARYLAND)

BE IT REMEMBERED that on this ^{4th} day of March, 1970,
before me, Mary F. Brown, A Notary Public in and for the State
of Maryland, personally appeared Aaron Goldman, President of
The Macke Company, a Delaware corporation, and the corporation
which executed and is described in the foregoing Certificate of
Amendment, and Lawrence A. Miller, Secretary thereof; and Aaron
Goldman and Lawrence A. Miller, known to me personally to be
such President and Secretary, duly executed such Certificate
of Amendment as their free act and deed and the free act and
deed of the aforesaid corporation for the uses and purposes
therein expressed and that the facts stated therein are true;
that the seal affixed to the aforesaid Certificate of Amend-
ment is the corporate seal of the aforesaid corporation; and
that their act of sealing, executing, attesting, acknowledging
and delivering the aforesaid Certificate of Amendment was duly
authorized by the Board of Directors and stockholders of the
aforesaid corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
of office on the day and year aforesaid.



Mary F. Brown
Mary F. Brown, Notary Public
My Commission Expires July 1, 1970